No. 95-1758

SUPREME COURT OF THE UNITED STATES

WILLIAMS NATURAL GAS COMPANY,

Petitioner,

v.

TALUS PROPERTIES LIMITED PARTNERSHIP, PRIMA OIL AND GAS COMPANY, JOHN P. LOCKRIDGE, YUMA COUNTY OIL COMPANY, AND JER PARTNERSHIP,

Respondents.

AFFIDAVIT OF JOEL ROTHMAN

County of Denver
State of Colorado } SS

AFFIDAVIT OF JOEL ROTHMAN

JOEL ROTHMAN, having been duly sworn, deposes and states:

(1) My name is Joel Rothman. I am above the age of twenty-one and competent to make this affidavit. I have personal knowledge of the facts set forth herein.

(2) Until April 1995, I was the President of The Bank of Greeley in Greeley, Colorado, and am familiar with financial statements and accounting principles.

(3) Since 1982, I have maintained the production and income records of Yuma County Oil Company and of JER Partnership.

(4) In calendar year 1995, Yuma County Oil Company ("Yuma") sold approximately 187,016 Mcf of natural gas to Williams natural Gas Company ("WNG") under the contract at issue in this case (the "Yuma Contract"). WNG paid Yuma approximately $1,103,836 for natural gas purchased by WNG under the Yuma Contract in 1995.

(5) In calendar year 1995, JER Partnership ("JER") sold approximately 1329,622 Mcf of natural gas to WNG under the contract at issue in this case (the "JER Contract"). WNG paid JER approximately $824,120 for natural gas purchased by WNG under the JER Contract in 1995.

The foregoing is true and correct to the best of my knowledge, information and belief.

/s/ Joel Rothman

Joel Rothman

Subscribed and sworn to before me, a notary public, this 3rd day of May 1996.

/s/ Garnet P. Schultz

Notary Public

My Commission expires:

May 26, 1997